

The Honorable Thomas T. Glover
Chapter 11
Hearing Location: 700 Stewart St., Rm. 7206
Hearing Date: January 27, 2010 (on shortened time)
Hearing Time: 2:30 p.m.
Response Date: January 27, 2010 (time of hearing)

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT SEATTLE**

In re

TACO DEL MAR FRANCHISING CORP.
2414 SW Andover Street, Ste. D-101
Seattle, WA 98106

Debtor.

Case No. 10-10528

DECLARATION OF GEORGE S.
TREPERINAS IN SUPPORT OF
EMERGENCY MOTION FOR
AUTHORITY TO USE CASH
COLLATERAL ON AN INTERIM BASIS

George S. Treperinas, makes the following declaration under penalty of perjury under the laws of the State of Washington and the United States of America:

1. I am an attorney at law admitted to practice before this Court and am a member of the law firm of Karr Tuttle Campbell, which maintains offices at 1201 Third Avenue, Suite 2900, Seattle, Washington 98101.

2. Attached as Exhibit A is the UCC result for the search we conducted of Taco Del Mar Franchising Corp. ("TDM") which was performed January 19, 2010.

3. Pursuant to the Guidelines for Cash Collateral and Financing Stipulations (the "Guidelines"), TDM certifies that the proposed interim order authorizing use of cash collateral (the "Order") conforms to the Guidelines excepts as set forth below.

- Guideline A1. The Order contains no cross-collateralization provisions.

- Guideline A2. The Order contains no provisions or findings of fact that bind the estate (or all parties in interest, or parties not stipulating) with respect to the validity, perfection or amount of the secured party's lien or debt.
- Guideline A3. The Order contains no provisions or findings of fact that bind the estate (or all parties in interest, or parties not stipulating) with respect to the relative priorities of the secured party's lien and liens held by persons who are not party to the stipulation.
- Guideline A4. The Order does not propose to grant a security interest in commercial tort claims. The Order does not grant the Lender a lien that has priority over existing secured creditors.
- Guideline A5. The Order contains no waivers of §506(c).
- Guideline A6. No provisions of the Order directly preclude discretion and formulation of a plan or access to the Court.
- Guideline A7. The Order does not provide for the release of liability by the Debtors of claims against the Lender.
- Guideline A8. The Order does not provide for Automatic relief from the stay of § 362(a) upon the debtor's default under the cash collateral or financing agreement or stipulation, conversion to chapter 7, or the appointment of a trustee. It does provide for shortening time for such motion.
- Guideline A9. No liens are granted in avoidance actions.
- Guideline A10. The Order does not provide for the Debtors' waiver of the right to move for use of cash collateral without the Lender's consent.
- Guideline A11. The Order does not include a carve out for reorganization professionals.
- Guideline A12. The Order does not provide for a limitation period to bring claims or causes of action against the Lender.
- Guideline A13. The Order contains no finding of good faith.
- Guideline A14. The Order does not provide for foreign venue.
- Guideline A15. The Stipulated Order does not provide for waivers in violation of Guideline A15.

EXECUTED this 25th day of January 2010 at Seattle, WA.

/s/George S. Treperinas
George S. Treperinas, WSBA #15434